

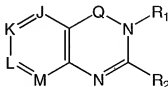
AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions and listings of claims in the application.

Listing of Claims

1-12. (cancelled)

13. (currently amended) A compound of Formula XXIX.



XXIX

wherein

Q is selected from the group consisting of CO, CS and C=NR₉,

J, K, L, and M are each CR₁₂,

R₁ is benzyl, either unsubstituted or substituted with a substituent selected from the group consisting of (C₁₋₁₀)alkyl, (C₃₋₁₂)cycloalkyl, hetero(C₃₋₁₂)cycloalkyl, aryl(C₁₋₁₀)alkyl, heteroaryl(C₁₋₅)alkyl, (C₉₋₁₂)bicycloaryl, hetero(C₄₋₁₂)bicycloaryl, carbonyl (C₁₋₃)alkyl, thiocarbonyl (C₁₋₃)alkyl, sulfonyl (C₁₋₃)alkyl, sulfinyl (C₁₋₃)alkyl, imino (C₁₋₃)alkyl, amino, aryl, heteroaryl, hydroxy, alkoxy, aryloxy, heteroaryloxy, ~~earbenyl~~, cyano, nitro, halo, and monovalent radicals derived from carbonyl, imino, sulfonyl and sulfinyl groups,

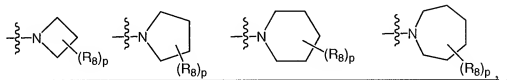
R₂ is -UV,

U is selected from the group consisting of -CH₂-, -CH₂CH₂-, -CH₂CH₂CH₂-,
-C(O)-, -CH₂C(O)-, -C(O)CH₂-, -CH₂C(O)CH₂-, -C(O)CH₂CH₂-, -CH₂CH₂C(O)-, -O-,
-OCH₂-, -CH₂O-, -CH₂OCH₂-, -OCH₂CH₂-, -CH₂CH₂O-, -N(CH₃)-, -NHCH₂-, -CH₂NH-,
-CH₂NHCH₂-, -NHCH₂CH₂-, -CH₂CH₂NH-, -NH-C(O)-, -NCH₃-C(O)-, -C(O)NH-,
-C(O)NCH₃-, -NHC(O)CH₂-, -C(O)NHCH₂-, -C(O)CH₂NH-, -CH₂NHC(O)-,
-CH₂C(O)NH-, -NHCH₂C(O)-, -S-, -SCH₂-, -CH₂S-, -CH₂SCH₂-, -CH₂CH₂S-, -C(O)S-,

$-(C(O)SCH_2, CH_2C(O)S, C(O)CH_2S, CH_2SC(O), C(R_9)(R_9), (C_{3-7})cycloalkyl, (C_{3-6})heterocycloalkyl, azetidin-1-yl, pyrrolidin-1-yl, piperidin-yl, hexahydroazepan-1-yl$ and piperazin-1-yl, each unsubstituted or substituted with a substituent selected from the group consisting of alicyclic, aliphatic, alkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl group, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxoalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, imino ketones and ketones;

V is selected from the group consisting of a primary, secondary or tertiary amine, a heterocycloalkyl having a nitrogen ring atom, and a heteroaryl having a nitrogen ring atom;

UV is selected from the group consisting of



p is 0-12,

each R_8 is independently selected from the group consisting of halo, perhalo(C_{1-10})alkyl, CF_3 , cyano, nitro, hydroxy, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, alkoxy, and monovalent radicals derived from carbonyl, imino, sulfonyl and sulfinyl groups, each substituted or unsubstituted, with the proviso that at least one R_8 serves as V,

each R_9 is independently selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl, each unsubstituted or substituted with a substituent selected from the group consisting of alicyclic, aliphatic, alkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl group, cycloalkyl,

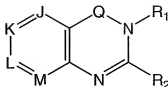
cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxaalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones; and

each R₁₂ is hydrogen or is independently selected from the group consisting of halo, perhalo(C₁₋₁₀)alkyl, CF₃, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, cyano, nitro, alkoxy, ~~a carbonyl group, imine group, sulfonyl group and sulfinyl group,~~ and monovalent radicals derived from thiols, carbonyl groups, sulfonyl groups and sulfinyl groups, each unsubstituted or substituted with one or more substituents selected from the group consisting of ~~alicyclic, aliphatic,~~ alkyl, alkylene, alkylidene, amino, aminoalkyl, ~~aromatic,~~ aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, ~~carbonyl,~~ cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl and oxaalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones.

14-26. (cancelled)

27. (original) A compound according to claim 13, according to claim 13, wherein K is CR₁₂, where R₁₂ is independently selected from the group consisting of halo, perhalo(C₁₋₁₀)alkyl, CF₃, cyano, nitro, alkyl, aryloxy, heteroaryloxy, amino, and alkoxy, each substituted or unsubstituted.

28. (currently amended) A compound of Formula XXIX



XXIX

wherein

Q is selected from the group consisting of CO, CS and C=NR₉,

J, L, and M are each CR₁₂, where each R₁₂ is hydrogen or is independently selected from the group consisting of halo, perhalo(C₁₋₁₀)alkyl, CF₃, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, cyano, nitro, alkoxy, ~~a-carbonyl group, imine group, sulfonyl group and sulfinyl group,~~ and monovalent radicals derived from thiols, carbonyl groups, imine groups, sulfonyl groups and sulfinyl groups, each unsubstituted or substituted with one or more substituents selected from the group consisting of ~~alicyclic, aliphatic,~~ alkyl, alkylene, alkylidene, amino, aminoalkyl, ~~aromatic,~~ aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, ~~carbonyl,~~ cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones;

K is CR₁₂, where R₁₂ is independently selected from the group consisting of heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryl, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, ~~a-carbonyl group, imine group, sulfonyl group and sulfinyl group,~~ and monovalent radicals derived from thiols, carbonyl groups, sulfonyl groups and sulfinyl groups, each unsubstituted or substituted with one or more substituents selected from the group consisting of ~~alicyclic, aliphatic,~~ alkyl, alkylene, alkylidene, amino, aminoalkyl, ~~aromatic,~~ aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, ~~carbonyl,~~ cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones,

R₁ is benzyl, either unsubstituted or substituted with a substituent selected from the group consisting of (C₁₋₁₀)alkyl, (C₃₋₁₂)cycloalkyl, hetero(C₃₋₁₂)cycloalkyl, aryl(C₁₋₁₀)alkyl, heteroaryl(C₁₋₅)alkyl, (C₉₋₁₂)bicycloaryl, hetero(C₄₋₁₂)bicycloaryl, carbonyl (C₁₋₃)alkyl, thiocarbonyl (C₁₋₃)alkyl, sulfonyl (C₁₋₃)alkyl, sulfinyl (C₁₋₃)alkyl, imino (C₁₋₃)alkyl, amino, aryl, heteroaryl, hydroxy, alkoxy, aryloxy, heteroaryloxy, ~~carbonyl,~~

cyano, nitro, halo, imino, and monovalent radicals derived from carbonyl groups, sulfonyl groups and sulfinyl groups,

R₂ is -UV,

U is selected from the group consisting of -CH₂-, -CH₂CH₂-, -CH₂CH₂CH₂-, -C(O)-, -CH₂C(O)-, -C(O)CH₂-, -CH₂C(O)CH₂-, -C(O)CH₂CH₂-, -CH₂CH₂C(O)-, -O-, -OCH₂-, -CH₂O-, -CH₂OCH₂-, -OCH₂CH₂-, -CH₂CH₂O-, -N(CH₃)-, -NHCH₂-, -CH₂NH-, -CH₂NHCH₂-, -NHCH₂CH₂-, -CH₂CH₂NH-, -NH-C(O)-, -NCH₃-C(O)-, -C(O)NH-, -C(O)NCH₃-, -NHC(O)CH₂-, -C(O)NHCH₂-, -C(O)CH₂NH-, -CH₂NHC(O)-, -CH₂C(O)NH-, -NHCH₂C(O)-, -S-, -SCH₂-, -CH₂S-, -SCH₂CH₂-, -CH₃SCH₂-, -CH₂CH₂S-, -C(O)S-, -C(O)SCH₂-, -CH₂C(O)S-, -C(O)CH₂S-, -CH₂SC(O)-, -CHR₉-, -C(R₉)(R₉)-, -N(H)-, -N(R₉)-, (C₃₋₇)cycloalkyl, (C₃₋₆)heterocycloalkyl, azetidin-1 yl, pyrrolidin-1 yl, piperidin-yl, hexahydroazepan-1 yl and piperazin-1 yl, each unsubstituted or substituted with a substituent selected from the group consisting of alicyclic, aliphatic, alkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl group, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxaalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones,

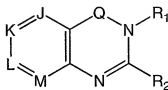
V is selected from the group consisting of a primary, secondary or tertiary amine, a heterocycloalkyl having a nitrogen ring atom, and a heteroaryl having a nitrogen ring atom, and

each R₉ is independently hydrogen or is selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl, each unsubstituted or substituted with a substituent selected from the group consisting of ~~alicyclic, aliphatic,~~ alkyl, alkylene, alkylidene, amino, aminoalkyl, ~~aromatic,~~ aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, ~~carbonyl group,~~ cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxaalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones.

29 (original) A compound according to claim 13, wherein K is CR₁₂, where R₁₂ is independently selected from the group consisting of chloro, bromo, fluoro, iodo, methoxy, morpholin-4-yl, and pyrrolidin-1-yl, each substituted or unsubstituted.

30. (cancelled)

31 (currently amended) A compound of Formula XXIX.



XXIX

wherein

Q is selected from the group consisting of CO, CS and C=NR₉,

J, K, and M are each CR₁₂, where each R₁₂ is hydrogen or is independently selected from the group consisting of halo, perhalo(C₁₋₁₀)alkyl, CF₃, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, cyano, nitro, alkoxy, ~~a carbonyl group, imine group, sulfonyl group and sulfinyl group~~, and monovalent radicals derived from thiols, carbonyl groups, imine groups, sulfonyl groups and sulfinyl groups, each unsubstituted or substituted with one or more substituents selected from the group consisting of ~~alicyclic, aliphatic~~, alkyl, alkylene, alkylidene, amino, aminoalkyl, ~~aromatic~~-aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, ~~carbonyl~~, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl and oxaalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones;

L is CR₁₂, where R₁₂ is independently selected from the group consisting of halo, perhalo(C₁₋₁₀)alkyl, CF₃, cyano, nitro, alkyl, aryloxy, heteroaryloxy, amino, morpholin-4-yl, and pyrrolidin-1-yl, and alkoxy, each unsubstituted or substituted with one or more

substituents selected from the group consisting of ~~alicyclic~~, ~~aliphatic~~, alkyl, alkylene, alkylidene, amino, aminoalkyl, ~~aromatic~~, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, ~~carbonyl~~, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl and oxaalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones,

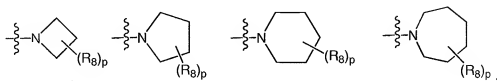
R₁ is benzyl, either unsubstituted or substituted with a substituent selected from the group consisting of (C₁₋₁₀)alkyl, (C₃₋₁₂)cycloalkyl, hetero(C₃₋₁₂)cycloalkyl, aryl(C₁₋₁₀)alkyl, heteroaryl(C₁₋₅)alkyl, (C₉₋₁₂)bicycloaryl, hetero(C₄₋₁₂)bicycloaryl, carbonyl (C₁₋₃)alkyl, thiocarbonyl (C₁₋₃)alkyl, sulfonyl (C₁₋₃)alkyl, sulfinyl (C₁₋₃)alkyl, imino (C₁₋₃)alkyl, amino, aryl, heteroaryl, hydroxy, alkoxy, aryloxy, heteroaryloxy, ~~carbonyl~~, cyano, nitro, halo, imino, and monovalent radicals derived from carbonyl groups, sulfonyl groups and sulfinyl groups,

R₂ is -UV,

U is selected from the group consisting of ~~CH₂, CH₂CH₂, CH₂CH₂CH₂, C(O), CH₂C(O), C(O)CH₂, CH₂C(O)CH₂, C(O)CH₂CH₂, CH₂CH₂C(O), O, OCH₂, CH₂O, CH₂OCH₂, OCH₂CH₂, CH₂CH₂O, N(CH₃), NHCH₂, CH₂NH, CH₂NHCH₂, NHCH₂CH₂, CH₂CH₂NH, NH C(O), NCH₃ C(O), C(O)NH, C(O)NCH₃, NHC(O)CH₂, C(O)NHCH₂, C(O)CH₂NH, CH₂NHC(O), CH₂C(O)NH, NHCH₂C(O), S, SCH₂, CH₂S, SCH₂CH₂, CH₂SCH₂, CH₂CH₂S, C(O)S, C(O)SCH₂, CH₂C(O)S, C(O)CH₂S, CH₂SC(O), C(R₉)(R₉), N(H), N(R₉), (C₃₋₇)cycloalkyl, (C₃₋₆)heterocycloalkyl, azetidin-1-yl, pyrrolidin-1-yl, piperidin-yl, hexahydroazepan-1-yl and piperazin-1-yl, each unsubstituted or substituted with a substituent selected from the group consisting of alicyclic, aliphatic, alkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl group, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxaalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones;~~

V is selected from the group consisting of a primary, secondary or tertiary amine, a heterocycloalkyl having a nitrogen ring atom, and a heteroaryl having a nitrogen ring atom;

-UV is selected from the group consisting of



p is 0-12,

each R_8 is independently selected from the group consisting of halo, perhalo(C₁₋₁₀)alkyl, CF₃, cyano, nitro, hydroxy, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, alkoxy, and monovalent radicals derived from carbonyl, imino, sulfonyl and sulfinyl groups, each substituted or unsubstituted, with the proviso that at least one R_8 serves as V, and

each R_9 is independently hydrogen or is selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl, each unsubstituted or substituted with a substituent selected from the group consisting of ~~alicyclic, aliphatic,~~ alkyl, alkylene, alkylidene, amino, aminoalkyl, ~~aromatic,~~ aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, ~~carbonyl~~ group, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxaalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones.

32-86. (cancelled)